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Hawaux Andı Form 4	re J								
July 18, 2011									
FORM	4 UNITED	STATES	SECU	RITIFS	AND FY	CHANGE		NT.	PPROVAL
		STATES		shington				N OMB Number:	3235-0287
Check this box if no longer								Expires:	January 31, 2005
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES								Estimated burden hou response	average urs per
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the l	Public U	tility Ho	lding Co		nge Act of 1934, of 1935 or Secti 940		
(Print or Type Ro	esponses)								
1. Name and Address of Reporting Person <u>*</u> Hawaux Andre J			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			CONAGRA FOODS INC /DE/ [CAG]			(Cho	(Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X Officer (give title Other (specify			
	GRA FOODS, CONAGRA DRI	IVE	07/23/2	-			below) Preside	below) ent, Consumer F	oods
Filed(M				Filed(Month/Day/Year) Applicable Line) _X_Form filed by G			One Reporting P	oint/Group Filing(Check One Reporting Person fore than One Reporting	
OMAHA, NI	E 68102						Person		oportung
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	eficially ow	med directly o	or indirectly		
	at on a separate mit				Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab					sposed of, or convertible :	Beneficially Owner securities)	d	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acq (A) or Dispose (D) (Instr. 3, 4, and	d of	(Month/Day	'Year)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferral Interests	(1)	07/23/2010		А	2,402.8416 (2)		(3)	(3)	Common Stock	2,402.84

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hawaux Andre J C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102			President, Consumer Foods				
Signatures							

Date

nynaturt

/s/ Lyn Rhoten,	07/18/2011
attorney-in-fact	07/18/2011

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Converts to Issuer common stock on a one-for-one basis.
- These deferral interests were acquired under a pre-existing election under the Issuer's deferred compensaton program to defer a portion of (2)an annual bonus.
- (3) To be settled in Issuer common stock following termination of employment or death.
- (4) Also includes 756.024 additional deferral interests acquired through reinvestment of dividend equivalents.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.